

# Annual General Meeting Agenda

**Healesville & District Community Enterprise Ltd.  
A.B.N. 64 149 284 182  
2.00pm on Saturday 20<sup>th</sup> November 2021  
via Zoom (virtual meeting technology)**

## Ordinary Business

- 1. Welcome Address & Introduction**  
Bruce Argyle – Chairman
- 2. Quorum**
- 3. Notice of Meeting & Proxy Voting**
- 4. Minutes of last Annual General Meeting**
- 5. Addresses**  
Bruce Argyle – HDCEL  
Keeley Mahoney –Community Bank Healesville
- 6. Guest Speakers/Presentation**  
Simon Sponza – Regional Manager Yarra Ranges  
Alison Gommers – HICCI
- 7. Receipt of Annual Report**  
To receive the Company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2021.
- 8. Discussion & Questions**
- 9. Election of Directors**  
To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.  
  
**Re-election of Director appointed since last Annual General Meeting**  
That **Damien North** be elected as a Director of the company.  
That **Leigh Harry** be elected as a Director of the company.  
  
**Re-election of Director retiring by rotation**  
That **Bruce Argyle** be elected as a Director of the company.
- 10. Election of new Director**  
Not applicable this year.
- 11. Other Business**
- 12. Close of Meeting**

**Helen Wood**

Company Secretary

22<sup>nd</sup> October 2021

# Notice of Annual General Meeting

**Healesville & District Community Enterprise Ltd.**  
**A.B.N. 64 149 284 182**  
**To be held at 2.00pm on Saturday 20<sup>th</sup> November 2021**  
**Via Zoom (virtual video meeting)**

## Ordinary Business

### 1. Receipt of Annual Report

To receive the company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2021.

### 2. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

#### **Re-election of Director appointed since last Annual General Meeting**

- (a) That **Damien North** be elected as a Director of the company.
- (b) That **Leigh Harry** be elected as a Director of the company.

#### **Re-election of Director retiring by rotation**

- (c) **Bruce Argyle** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.

#### **Election of new Director**

- (d) Not applicable this year.

## Attending the meeting

All shareholders may attend the Annual General Meeting.

*Joint holders:* In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

*Proxy:* If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

*Corporate shareholder:* A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The company requires written evidence of a representative's appointment to be given to the company before the meeting.

## Voting rights

Each shareholder is entitled to **one** vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at **5.00pm on Friday 19<sup>th</sup> November 2021**.

By order of the Board

**Helen Wood**  
Company Secretary  
**22<sup>nd</sup> October 2021**

## Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

### Agenda item 2: Election of Directors

The following information is provided about candidates for election to the Board.

#### Re-election of Director appointed since last Annual General Meeting

- (a) **Damian North** has not previously served as a Director and offers himself for election.  
Qualifications, experience and expertise: Damian is an operations manager and a wine maker. He has a Bachelor of Applied Science in Wine Making from Charles Sturt University and a Master of Business Administration from Curtin University.
- (b) **Leigh Harry** has not previously served as a Director and offers himself for election.  
Qualifications, experience and expertise: Previously CEO of Tourism Victoria from 2002-2006 and the CEO of Melbourne Convention and Exhibition Centre from 1989-2002. He has also held positions such as International President (4 years) and Board member of the International Congress Convention Association (8 years). Leigh is the Chair Business Events Council of Australia, and a Board Member of Meetings and Events Associations Australia, Melbourne Convention Bureau, Board Member Rotary club of Southbank and Yarra Ranges Tourism. Leigh also holds volunteer roles with Zoos Victoria, FairShare, Palais Theatre Community Fund, Hannover House, Sacred Heart Mission, Salvation Army and Yarra Valley Arts Society.

#### Re-election of Director retiring by rotation

- (c) **Bruce Argyle** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.  
Qualifications, experience and expertise: Bachelor of Science (Hons.), Diploma in Business and Education and Masters in Dispute Resolution. Current Board and Director roles: Australian Charities & Not-for-Profit Commission (ACNC) – Reference Group (7 years) Social Investment Grants Program, Community Sector Banking – Chair (7 years) Non-executive Director, Lockwood Trust (19 years). Current community roles: Healesville Toastmasters – President, YVFM 99.1 Community Radio – Member and presenter, Healesville CoRE – Member and HEWI – Member. Paid employment roles: CEO Regional Extended Family Services (REFS) – 14 years, Director, Membership & Partnerships at Philanthropy Australia – 6 years, CEO InterCapital Fundraising – 2 years and Director Community Relations Uniting AgeWell – 2 years and Head of Philanthropy, Community Sector Banking – 3 years.

#### Election of new Director

- (d) Not applicable this year.

# Proxy Form

Healesville & District Community Enterprise Ltd.  
A.B.N. 64 143 284 182

All correspondence to:  
**Healesville & District Community Enterprise Ltd.**  
PO BOX 1144 Healesville VIC 3777  
Enquiries 0421 707 152

Name  
Address  
Suburb  
State

Postcode

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

## Appointment of proxy

I/We being a shareholder/s of Healesville & District Community Enterprise Ltd. and entitled to attend and vote at the Meeting appoint the person named below or, if no person is named below, the Chairman of the Meeting as my/our proxy to vote in accordance with directions set out below (with a discretion as to any business not referred to be low) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held via **Zoom (virtual meeting)** on **20/11/2021** at **2pm** and at any adjournment of that Meeting.

The Chair of the Meeting (mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chair of the Meeting.

## Voting directions to your proxy

Please mark with 'X' to indicate your directions

Ordinary Business	Accept	Decline	Abstain*
Item 1. Receipt of Financial Report, Directors' Report and Auditor's Report			
Item 2. Election of Directors			
Item 3.			
Item 4.			
Item 5.			
Item 6.			

\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in working out the required majority on a poll.

## PLEASE SIGN HERE

This section MUST be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Sole Director and  
Sole Company Secretary

Director

Director/Company Secretary

Healesville & District Community Enterprise Ltd.

A.B.N. 64 143 284 1 82

Registered Office - 205A Maroondah Highway, Healesville 3777

## How to complete this Proxy form

### 1. Your name and address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. **Please note, you cannot change ownership of your shares using this form.**

### 2. Appointment of a proxy

A shareholder entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a Company.

### 3. Identity of proxy

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the name of that person. If you leave this section blank, the Chair of the Meeting will act as your proxy.

### 4. Voting instructions

You are encouraged to direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 5. Signing instructions

The Proxy form must be signed in the spaces provided.

#### *Individual*

If the holding is in one name, the holder must sign.

#### *Joint holding*

If the holding is in more than one name, any one holder may sign.

#### *Power of Attorney*

To sign under power of attorney, you must have already lodged this document with the Company or attach a certified copy of the Power of Attorney to this form when you return it.

#### *Companies*

If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the Company is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' must be produced before admission to the Meeting.

## How to complete this Proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company not later than **2 business days** before the Meeting (**ie by 5pm Thursday 18/11/2021**). Any Proxy Form received after that time will not be valid for the scheduled meeting. Documents may be lodged in any of the following ways:

*Post or hand delivery:* to the Company's registered office at 205a Maroondah Highway, Healesville 3777

*Email:* [contactus@hdcel.com.au](mailto:contactus@hdcel.com.au)

# Virtual Annual General Meeting Information

Dear Shareholders,

Healesville and District Community Enterprise Ltd (HDCEL) announces that in light of continued restrictions on public gatherings and in line with the passing of the Treasury Laws Amendment (2021 Measures No. 1) Bill 2021 (Cth), the 2021 Annual General Meeting of shareholders (AGM) will be held as a virtual (online) meeting.

During the HDCEL virtual AGM, shareholders will be given the opportunity to participate in the meeting that is equivalent to attending a typical AGM. This will include having the opportunity to ask questions, or comment on, the management of the company and the Annual Report.

Similarly, shareholders will have the opportunity to submit questions in advance by emailing [contactus@hdcel.com.au](mailto:contactus@hdcel.com.au) or sending correspondence to the Registered Office of Director of Healesville & District Community Enterprise Ltd at PO Box 1144 no later than 13<sup>th</sup> November 2021.

## **AGM Date**

Saturday 20<sup>th</sup> November 2021 (2.00pm – 3.00pm AEDT)

## **Accessing the Meeting**

The online meeting room will be open from 1.45pm (AEDT) for the meeting. We recommend entering the room 10 minutes before the AGM, especially if you are new to Zoom.

**Please register to attend the AGM by emailing [contactus@hdcel.com.au](mailto:contactus@hdcel.com.au) before Saturday 13<sup>th</sup> November.**

When you are ready to join the meeting, please click the link below:

<https://us06web.zoom.us/j/86970758022?pwd=MIAYMHBVeWIMdUNqQkNXckV1WkF0dz09>

**Meeting ID:** 869 7075 8022

**Passcode:** 106353

## **New to Zoom?**

Zoom is a cloud-based platform that allows us to conduct online video meetings with people from diverse locations. You can access Zoom from your computer, smartphone or tablet.

Below are some instructions on how to install the Zoom application on your device. You will only need to complete these steps once and it usually takes less than 5 minutes to install. We recommend that you allow sufficient time to complete these steps (well before the AGM starts) just in case you run into any issues. You will be able to tell if the process has worked if you reach a screen that says, "Waiting for the host to start this meeting".

## **Using a Computer**

If you haven't used Zoom before, [click here](#) and you will be taken to a page that lets you download and install the Zoom application on your device.

# Virtual Annual General Meeting Information

## **Using a SmartPhone or Android device**

Zoom mobile apps can be downloaded from the Apple App Store or the Google Play Store.

Please note:

- 1) You aren't required to have a Zoom account to attend the AGM, although you may wish to create one for ease of use.
- 2) If for some reason you can't download or run the application, you will still be able to join from your web browser.

## **Voting**

During the virtual AGM proceedings, participants will be provided information on how to vote and ask questions using the technologies available in the Zoom application.

Shareholders unable to attend the AGM can appoint a proxy with specific ordinary business voting direction by completing the included proxy form.

Please feel free to email us [contactus@hdcel.com.au](mailto:contactus@hdcel.com.au) if you have any questions and to register your attendance at the AGM.

# Annual General Meeting Minutes

**Healesville & District Community Enterprise Ltd.**  
**A.B.N. 64 149 284 182**  
**Saturday 21<sup>st</sup> November 2020**  
**held via Zoom (virtual meeting technology)**

**1. Welcome Address & Introduction**

Meeting started at 2.00pm

- (a) Present: 19 people attended the meeting
- (b) Apologies: Jeanette McRae, Fiona McAllister (Yarra Ranges Council Mayor)
- (c) Proxy: No proxy forms were received

Directors present at the meeting were: Bruce Argyle (Chair), Helen Wood (Company Secretary), Kath Gannaway, Gary Slater, Caroline Evans, Sue Jackson, Laurence (Laurie) Webb, Joanne (Jo) Bagg (appointed a Director at the AGM).

The Chair confirmed that a quorum was present and declared the meeting open.

**2. Notice of Meeting & Proxy Voting**

The Chair noted that the three-week Notice of Meeting was made available to all shareholders via electronic and postal means and took it that the Notice convening this Meeting be taken as read.

**3. Minutes of last Annual General Meeting**

- (a) The minutes of the 2019 AGM were taken as read. Caroline Evans moved that the minutes be accepted as accurate. Laurie Webb seconded the motion. Motion carried.
- (b) There were no issues arising.

**4. Addresses**

**Bruce Argyle – Chair**

Bruce spoke about the level of commitment and work required to create and manage a community bank, including efforts by Directors, Shareholders and Staff. It has been a hard year, but despite COVID-19, it has seen HDCEL increase its overall deposits and loans, which have more than doubled in the last four years. The model of community banking continues to change and the challenge of less people walking into the branch requires the Board to look at diversification as the business model evolves over the next 3-5 years.

Bruce identified that a number of home loan applications continue to be received and the staff are busily fielding queries from interested customers. He expressed his pride in HDCEL reaching its 2,000<sup>th</sup> customer and a profit of \$43,000 net profit after tax. This reflects the hard work of a dedicated team of Staff and Directors. Bruce thanked the shareholders for their patience in terms of the lack of a dividend to date and confirmed that the Board were confident that the first dividend could be paid this time next year.

Bruce referenced the hosting of the success Winter Webinar series and its warm reception by attendees. He thanked all Directors, Staff and Shareholders for their continued support during the year and made special mention of retiring directors – Jenny MacKinnon and Blair Alban, and Associates – Bob Gannaway, Sandra Schoffer and Gary Slater. He thanked them all for their diligence and commitment over the years. Bruce also acknowledged the pivotal support of the Bendigo Bank team including Regional Manager, Shelley McLean and her predecessor, Darryl Ellis. He paid his respects to Keeley Mahoney and the Branch team of Dan Mathers, Lucia Bolger, Mark Davenport and Shelli Johanson.

**Keeley Mahoney – Branch Manager’s Report**

Keeley thanked the staff for their tireless work throughout the year. She confirmed staff have remained resilient and upbeat during this time and were focused on supporting customers to the best of their



# Annual General Meeting Minutes

ability. Keeley expressed her thanks to the Board, in particular Bruce and Kath, for their ongoing support and regular contact throughout the year.

## **Shelley McLean – Regional Manager, Yarra Ranges**

Shelley thanked HDCEL for inviting her to be a part of the AGM. Shelley paid homage to Keeley Mahoney and her team for doing a great job and expressed her admiration on their commitment to continuing profits.

She spoke of the pride of Bendigo Bank holding the mantel as the fifth largest bank in the country and its support of the ongoing wellbeing and sustainability of the community. The business model ensures prosperity is fed into the community rather than profits. Shelley reported that over \$250 million has been distributed in support of local communities and \$58 million has been paid in dividends. Bendigo Bank employs over 1,500 staff and there are a further 1,935 Directors.

Shelley spoke of the difficult and challenging year and acknowledged the significant time invested to ensuring rapidly changing protocols were implemented by staff in an effort to ensure the safety of the community.

## **5. Guest Speakers – Melissa Handbury and Julie Kugler – Lyrebird College**

Melissa and Julie spoke passionately about the journey of creating Lyrebird College, which has been several years in the making. The school has been opened to provide parents with tailored options to cater for their children and their special needs.

Lyrebird College is dedicated to the bird's Yarra Valley locality and its shared traits with individuals with Autism Spectrum Disorder (ASD). Some of Lyrebird College's students are shy and, like the bird, also mimic the sounds from the environment that surrounds them.

Lyrebird College holds three core values, including the belief that every individual can and has the right to learn. The building, play equipment and surrounds will keep students captivated, happy and engaged. It will provide peace of mind for parents and will ensure learning with happiness and learning through happiness.

Melissa and Julie thanked Community Bank Healesville for allowing them to present to the group and their support in strengthening bonds with the community.

On behalf of HDCEL, Kath Gannaway presented Lyrebird College with a \$500 gift voucher at Verso Books to help set up their library. Kath applauded the efforts of Lyrebird College for its ground-breaking efforts and organisation and expressed the Board's hope that more targeted schools such as Lyrebird will be opened in the near future to support families provide learning opportunities for children with ASD.

## **6. Receipt of Annual Report**

With no questions from the floor, the Motion was put: That the Audited 2019-2020 Healesville and District Community Enterprise Ltd Annual Financial, Directors and Auditors Reports be accepted. Moved: Bob Gannaway; Seconded: Caroline Evans. Motion was carried.

## **7. No discussion or questions followed.**

## **8. Election of Directors**

### **Re-election of Director appointed since last Annual General Meeting**

Not applicable this year.

### **Re-election of Director retiring by rotation**

That **Kathleen Gannaway** be elected as a Director of the company.

That **Helen Wood** be elected as a Director of the company.

That **Danny Zemp** be elected as a Director of the company.

Moved: Caroline Evans; Seconded: Gary Slater. Motion was carried.

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## **9. Election of new Director**

Joanne (Jo) Bagg accepted nomination to the Board. There were no further nominations. Motion that Jo Bagg be accepted as a Director of HDCEL. Moved: Caroline Evans; Seconded: Helen Wood. Motion was carried.

## **10. No other business arising.**

## **11. Close of Meeting**

Bruce thanked the shareholders who were present. He also thanked Gary Slater and the RSL for hosting some of the Directors.

**Meeting closed at 2.47pm**

**Chair: Bruce Argyle**

**Secretary: Helen Wood**

# Notice of nomination of person for election as Director

**Privacy:** Healesville & District Community Enterprise Limited (HDCEL) ABN 64 143 284 182 is committed to protecting the privacy of personal information which the organisation collects, holds and administers. Personal information is information which directly or indirectly identifies a person. HDCEL collects and administers a range of personal information for the purposes of shareholder engagement and sponsorship.

HDCEL is bound by Victorian Privacy Laws, the Information Privacy Act 2000, as well as other laws, which impose specific obligations when it comes to handling information. The organisation has adopted the respective Privacy Principles contained in the Victorian Privacy Laws as minimum standards in relation to handling personal information. In broad terms this means that we:

- Collect only information which the organisation requires for its primary function.
- Ensure that stakeholders are informed as to why we collect the information and how we administer the information gathered.
- Use and disclose personal information only for our primary functions or a directly related purpose, or for another purpose with the person's consent.
- Store personal information securely, protecting it from unauthorised access.
- Provide stakeholders with access to their own information, and the right to seek its correction.